

Enertopia Corp.
Form 4
May 29, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHADWICK MATHEW T.

(Last) (First) (Middle)

22308 DEWDNEY TRUNK RD.

(Street)

MAPLE RIDGE, A1 V2X 3J2

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Enertopia Corp. [ENRT]

3. Date of Earliest Transaction
(Month/Day/Year)

05/27/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Sr. VP of Marihuana Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Shares of Common Stock	05/27/2014		S	39,500	D	\$ 0.1564 (1)	15,700,500 I by 0984329 BC Ltd.
Shares of Common Stock	05/27/2014		S	80,000	D	\$ 0.1656 (1)	15,620,500 I by 0984329 BC Ltd.
Shares of Common Stock	05/27/2014		S	193,500	D	\$ 0.1702 (1)	15,427,000 I by 0984329 BC Ltd.
Shares of Common	05/27/2014		S	12,000	D	\$ 0.1794	15,415,000 I by 0984329

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Stock				(1)					BC Ltd.
Shares of									by
Common	05/27/2014	S	90,000	D	\$ 0.172	15,325,000	I		0984329
Stock									BC Ltd.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
CHADWICK MATHEW T. 22308 DEWDNEY TRUNK RD. MAPLE RIDGE, A1 V2X 3J2	X	X	Sr. VP of Marihuana Operations		

Signatures

Mathew T.
Chadwick

05/29/2014

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Converted based on the Bank of Canada noon rate of \$0.92 US for every \$1.00 CDN as of May 27, 2014.

Remarks:

The filing of this statement shall not be deemed an admission that the Reporting Person is the beneficial owner of any of the e

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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